



By Laws of Liberty STEAM Charter:  
A School of Inquiry, Innovation, and Impact

ARTICLE I Definitions

Section 1.01 Name.

The “Corporation” shall mean: Liberty STEAM Charter School: A School of Inquiry, Innovation, and Impact, its successors and assigns.

Section 1.01 Conducting Business.

The Corporation may conduct business under the name “Liberty STEAM Charter School: A School of Inquiry, Innovation, and Impact” and “Liberty STEAM Charter.”

Section 1.03 Board.

The “Board” shall mean the Board of Directors of the Corporation.

ARTICLE II

Registered Office and Agent

Section 2.01 Conducting Business.

The Registered Agent of the Corporation was initially designated in the Articles of Incorporation and may be changed from time to time by the Corporation’s Board of Directors by giving notice of any change to the South Carolina Secretary of State. The registered office shall be the same address as that of the registered agent.

ARTICLE III

Mission Statement, Corporate Purposes, and Governing Instruments

Section 3.01 Mission Statement.

Liberty STEAM Charter works to provide all students with equal access to a world-class K-12 education in an academically rigorous & student-centered learning environment, creating students who will be thoughtful and engaged citizens who are prepared to take on the leadership challenges of the 21st century.

Section 3.02 Purposes.

Liberty STEAM Charter is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any

future federal tax code. The Corporation's purpose is to operate, advise and support public charter schools in the State of South Carolina pursuant to the South Carolina Charter Schools Act of 1996 (as amended, supplemented or replaced, "The Charter Schools Act"), under agreements with its charter school sponsor.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, Officers, or other private persons. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.

#### Section 3.03 Governing Instruments.

The Corporation shall be governed by its Articles of Incorporation, any Amendments to the Articles of Incorporation, and its Bylaws.

#### Section 3.04 Legal Status.

The Corporation is a South Carolina public charter school and nonprofit corporation. The Corporation has such powers as are now, or may hereafter be, granted by the South Carolina Charter Schools Act of 1996, as amended, and the South Carolina Nonprofit Corporation Act of 1994, as amended.

#### Section 3.05 Nondiscrimination Policy.

The Corporation shall accept students and hire staff without discrimination as to race, color, religion, national origin, sex, marital status, sexual orientation, educational affiliation, handicap status, or age, and shall comply with all applicable laws and regulations relating thereto.

#### Section 3.06 Student Enrollment.

Subject to total enrollment limitations, enrollment in the school shall be open to any child in accordance with the South Carolina Charter Schools Act of 1996, as amended.

### ARTICLE IV Membership

#### Section 4.01 Designation.

The Corporation shall not have members.

### Article V Board of Directors

#### Section 5.01 Powers and Specific Responsibilities.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. The

Corporation shall be managed under the direction of the Board in accordance with the provisions of the Corporation's Articles of Incorporation, these Bylaws, and applicable federal and state law. On behalf of the Corporation, the Board shall at a minimum maintain a Charter School Contract, ensure full compliance with the South Carolina Charter Schools Act of 1996, approve the annual budget, set policy for employment of teaching and nonteaching employees, contract for other necessary services, develop employee pay scales, performance criteria, and discharge policies, employ and supervise a school leader, and assess the effectiveness of the Corporation in manifesting its mission. The Board shall have the control and management of the affairs, assets, and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

#### Section 5.02 Number, Tenure, and Qualifications of Directors

The Board shall consist of an odd number of voting members that will be no less than seven (7) but no more than nine (9). In the case of seven (7) voting Directors, four (4) directors shall be elected and three (3) directors shall be appointed. Conversely, if there nine (9) voting Directors, five (5) directors shall be elected and four (4) directors shall be appointed. Within the Board, there shall be two groups, as assigned by the Chair: "Even-Year Directors" of which there are four (4), and "Odd- Year Directors" of which there are five (5) for a board of nine (9) directors or three (3) "Odd-Year Directors" and four (4) for a board of seven (7) directors.

All individuals seeking consideration for either election or appointment to the Board must qualify under all requirements of the South Carolina Charter Schools Act of 1996, as amended. In no case may the following individuals be considered for service on the Board: (1) an employee of the Corporation other than the Executive Director, who serves as an ex-officio, non-voting member of the board; (2) the spouse of an employee of the Corporation; (3) an individual who has either been removed or subsequently resigned without just cause from a Director's seat before the end of the Director's term; or (4) a convicted felon. The composition of the Board of Directors shall comply with SC Code 59-40-50 b (9), the SC Charter Schools Act of 1996.

#### Section 5.03 Initial Board Composition and Term of Office.

The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. The initial Directors may elect additional Directors by simple majority, and these initial Directors and additionally elected Directors shall serve as the Charter Committee. In accordance with S.C. Code 59-40-40 (7), the Charter Committee will act as the initial governing body of the School through the charter application and school opening process until such reasonable time that an election for at least 50% of the Board of Directors may be held. Each Director of the Board serving as the Charter Committee may hold office until his or her death, resignation, or removal. We anticipate a majority of the members of the Charter Planning Committee serving on the Founding Board of Directors.

The Executive Committee of the Board shall oversee and manage the process for nominating both appointed and elected directors of the Board and shall manage both the appointment and election of directors of the Board. The Executive Committee shall have the power to vet potential directors for the Board who will be elected to ensure that potential directors possess the

qualifications as outlined in the SC Charter Schools Act of 1996 and demonstrate support of the charter school's mission.

#### Section 5.04 Elected and Appointed Directors and Terms of Office

All elected and appointed Directors will serve two (2) year terms, except initial terms for the first set of elected and appointed Directors shall be divided, as equal in number as possible with one (1) year and (2) year terms by the Chair. Thereafter, each elected and appointed Director's term of office shall be for two (2) years until a successor is qualified and elected. A Director may serve a term of two (2) years, and may serve additional terms, pursuant to S.C. Code Section 5940-50(9).

The Executive Committee of the Board shall oversee and manage the process for nominating both appointed and elected directors of the Board and shall manage the election of directors of the Board. The Executive Committee shall have the power to vet potential directors for the Board who will be elected to ensure that potential directors possess the qualifications as outlined in the SC Charter Schools Act and demonstrate support for the charter school's mission. Furthermore, the Executive Committee shall ensure that at least 50% of the members of the Board are individuals who possess a background in K-12 education or in business, as mandated in S.C. Code of Laws Section 59-40-50(B)(9).

#### Section 5.05 Appointment of Directors and Terms of Office

Each Director of the Board shall hold office until his or her death, resignation, removal or expiration of term. No more than fifty percent of the members of the board shall be appointed to serve, as mandated by S.C. Code of Laws Section 59-40-50(B)(9).

Prior to the election of at least 50% of the Board of Directors, in accordance with S.C. Code 5940-40(7), the Board which serves as the Charter Committee shall vote to appoint Directors of the Corporation whose number in total will not surpass 50% of the total number of Directors. These initial appointed Director terms will be split between one (1) year and two (2) year terms, and these appointed Director terms will take effect on the same day that the elected Directors are officially seated.

Annual appointments to the Board of Directors shall be made after newly-elected members have been seated and must be by a two-thirds vote of the Directors holding office at that time at a meeting in which the appointment of the Directors in question shall be considered. In appointing any individual, the Board shall first consider whether the appointment must satisfy one or more of the qualifications required for appointed Directors. After satisfying those requirements, the Board shall aim to compose itself of Directors with the skill sets and expertise necessary for fulfilling the Corporation's purpose and mission.

#### Section 5.06 Election of Directors and Terms of Office

Each Director of the Board shall hold office until his or her death, resignation, removal or expiration of term. At least fifty percent of the members of the board shall be elected by the employees and the parents or guardians of students enrolled in the charter school pursuant to SC Code of Laws Section 59-40-50(B)(9). The Executive Committee of the Board shall manage the

election of directors of the Board. The Executive Committee shall have the power to vet potential directors for the Board who will be elected to ensure that potential directors possess the qualifications as outlined in the SC Charter Schools Act and demonstrate support for the charter school's mission.

#### Section 5.07 Removal.

Any Director may be removed for cause by vote of the Board provided there is a quorum. The Board may remove any Director by a two-thirds (2/3) vote of the entire Board of Directors at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been transmitted to the Director proposed for removal at least fourteen (14) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

#### Section 5.08 Resignation.

Any Director may resign from office at any time by delivering a resignation in writing to the Chair of the Board, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

#### Section 5.09 Vacancies.

If any Director dies, resigns, or is removed from the Board, a replacement shall be either elected or appointed, in the manner by which the vacated seat was originally filled. For an elected seat vacancy with more than six (6) months remaining in the term, a special election shall be called and a replacement Director shall be elected by employees and parents or guardians of students enrolled in the charter school. For an elected seat vacancy with six (6) months or less remaining in the term, the seat may remain open at the discretion of the Board. For an appointed seat vacancy with more than six (6) months remaining in the term, a replacement Director shall be appointed by a two-thirds vote of the Directors holding office at that time at a meeting in which the replacement of any Director shall be considered. Any appointment shall with the requirements for appointments set forth herein. For an appointed seat vacancy with six (6) months or less remaining in the term, the seat may remain open at the discretion of the Board. A replacement Director, either elected or appointed in this manner, shall serve the remainder of the replaced Director's term. At no time shall the number of elected Board members constitute less than 50% of the sitting Board.

#### Section 5.10 Compensation.

All Directors shall serve as volunteers without compensation.

#### Section 5.11 Observation of Classrooms.

Each Director should spend at least one hour in the fall and spring semesters observing student classroom activities.

#### Section 5.12 Board Training.

Each Director shall complete board training offered by the South Carolina Charter School Alliance or another entity approved by the Board within ninety (90) days of taking office.

### Section 5.13 Standard of Care.

Each Director shall perform their duties, including those as a member of any committee of the Board upon which they serve, in good faith, according to state and federal law, and in a manner reasonably believed to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. No Director shall permit their position on the Board to create a conflict between the Director's personal activities and best interests of the Corporation. Directors shall comply with the Corporation's Conflict of Interest Policy, as stated in Article X.

Each Director has a duty to maintain the confidentiality of all Board discussions held in Executive Session. Any Director violating this confidence may be removed from the Board.

## Article VI Officers

### Section 6.01 – Offices and Duties.

The Officers of the Corporation shall be a Chair, Vice-Chair, Secretary, and Treasurer (hereinafter referred to as the "Officers"). These Officers shall serve as the Corporation's Executive Committee.

All officers shall be Directors who are entitled to vote on matters of the Corporation before the Board. The same person may hold more than one office, except that the same person may not be both Chair and Secretary. The Board may appoint such other Temporary Officers as may be deemed appropriate from time to time, including one or more Vice-Chairs, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate. Duties of the named Officers include:

- A. The Chair shall be a Director of the Board and shall preside at all meetings of the Board. The Chair shall have the power to sign, with any other appropriate Officer, deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board to some other officer or agent. The Chair shall, in general, perform all duties consistent with the office of Chair as may be prescribed by the Board. The Chair shall serve as a member of the Executive Committee and as a member of the Finance Committee.
- B. The Vice Chair shall be a Director of the Board and shall exercise the powers of the Chair during that Officer's absence or inability to act. Any action taken by the Vice Chair in the performance of the duties of the Chair shall be presumptive evidence of the absence or inability to act of the Chair at the time the action was taken. The Vice Chair shall have such powers and perform other duties from time to time as assigned to the Vice Chair by the Chair or by the Board. The Vice Chair shall serve as a member of the Executive Committee.

- C. The Secretary shall be a Director of the Board and shall be responsible for keeping the minutes of the Board meetings and seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall maintain custody of and manage the corporate books and records. The Secretary shall sign such instruments as may require the signature of the Secretary and in general shall perform all duties consistent with the office of Secretary, and perform other duties from time to time as assigned to the Secretary by the Chair or by the Board. The Secretary shall serve as a member of the Executive Committee.
  
- D. The Treasurer shall be a Director of the Board and shall: have charge and custody of and be responsible for all funds and securities of the Corporation; keep accurate books and records of receipts and disbursements; deposit all monies and securities received by the Corporation in such financial institutions as shall be selected by the Board; and ensure that all required corporate filings are made. The Treasurer shall, in general, perform all duties consistent with the office of Treasurer, and perform other duties from time to time as assigned to the Treasurer by the Chair or by the Board. The Treasurer shall serve as a member of the Executive Committee and as the chair of the Finance Committee.

#### Section 6.02 Election and Term.

The Officers shall be elected by two-thirds (2/3) majority vote of the Board at a meeting designated by the Board. Each Officer shall hold office until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Section 6.04.

#### Section 6.03 Vacancies.

In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair, the office of Secretary, or the office of Treasurer becomes vacant, the Chair shall appoint interim Officers to fill the vacancy until a scheduled meeting of the Board can be held to fill the vacancy. In case of a vacancy, the newly elected Officers shall take office upon election or appointment, according to the provisions of this Article.

#### Section 6.04 Removal as Officer.

Any Officer elected by the Board may be removed with or without cause at any time by a two-thirds majority (2/3) vote of the Board.

#### Section 6.05 Resignation as Officer.

Any Officer may resign his or her office at any time. Such resignation is to be made in writing and to take effect immediately without acceptance by the Board.

#### Section 6.06 Compensation.

All Officers shall serve their Office as volunteers without compensation.

## Section VII Meetings

### Section 7.01 Regular and Special Meetings.

Regular meetings of the Board may be held at such times as the Board determines. Special meetings of the Board may also be called at any time by the Chair or by a two-thirds (2/3) majority of the Directors then in office. Regular and special meetings shall comply with the requirements set forth in the South Carolina Freedom of Information Act. The persons authorized to call regular and special meetings of the Board of Directors may fix any place, within Liberty County, as the place for holding any regular or special meeting of the Board of Directors. Any Director may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a regular or special meeting by this means of communication is deemed to be present at the meeting.

### Section 7.02 Notice of Meetings.

The Board shall inform its charter school sponsor of regular meetings with at least forty-eight (48) hours' notice in accordance with the South Carolina Charter Schools Act, S.C. Code § 5940-10, et al. The Board of Directors shall have the power in its discretion to change the time and place of such regular meetings or to make them more or less frequent with appropriate notice, as required by the South Carolina Freedom of Information Act, S.C. Code § 30-4-10, et al.

### Section 7.03 Quorum.

At any meeting of the Board, a simple majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

### Section 7.04 Voting.

Every Director has the right to participate in discussions and vote on all issues before the Board or any Board Committee, except a Director shall be excused from the discussion and vote on any matter involving a self-dealing transaction, a conflict of interest, or matters related to indemnification of that Director, or any other matter at the discretion of the Directors then present by two-thirds (2/3) majority vote.

### Section 7.05 Manner of Acting.

Except as otherwise provided in this section or as required by South Carolina law, the resolution or act of the simple majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors.

### Section 7.06 Action Without a Meeting.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing, electronic or otherwise, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.



## Article VIII Committees

### Section 8.01 Committees.

The Corporation shall have an Executive Committee and a Finance Committee, as defined in Section 8.02 and 8.03, respectively. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors additional standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Directors may serve on more than one committee. Non-directors, as appointed by the Chair, may be allowed to serve on a committee in an advisory capacity but shall not have any voting power.

### Section 8.02 Executive Committee.

The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, and Treasurer of the Corporation.

### Section 8.03 Finance Committee

The Finance Committee shall be composed of the Chair of the Board of Directors, the Treasurer of the Board of Directors, and at least one additional Director appointed by the Chair of the Board of Directors. The Treasurer will serve as the Chair of the Finance Committee.

### Section 8.04 Committee Rules.

Each committee shall establish its own rules governing the conduct of its activities and shall make such reports to the Board of its activities as the Board may request. There shall be no quorum requirements for any committee.

## ARTICLE IX Collection and Application of Funds

### Section 9.01 Collection of Funds

The Corporation may receive income from any source, including, but not limited to payments, donations, bequests, and devises from wills and trusts, gifts of money and properties, grants and funds which may inure to the benefit of the Corporation. All monies shall be held, managed, administered, and distributed by the Corporation in accordance with the purposes and terms of these Bylaws.

### Section 9.02 Application of Funds

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Such distributions shall be solely for the benefit of, to perform the functions of, or to carry out the purposes and objectives of the Corporation as set forth herein.

Notwithstanding any other provision of these Bylaws, no expenditure or distribution shall be made for any purpose that (i) may jeopardize the status of the Corporation as a organization under Section 501(c)(3) of the Internal Revenue Code or (ii) which may jeopardize the status of contributions or payment by any person insofar as deductions which are allowed under the provisions of Sections 170, 2055, 2106, and 2522 of the Internal Revenue Code.

## ARTICLE X Corporate Conflict of Interest Policy

Any Director who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the Corporation shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services. A Director shall report any actual or potential conflict(s) of interest in writing to the Board prior to the time set for voting on any such transaction and shall not vote on the matter or attempt to influence the decisions of other Directors in voting on the matter. The written disclosures shall be attached to the minutes of the meeting in which Board action occurred relating to the matter disclosed.

## ARTICLE XI Fiscal Year

### Section 11.01 Fiscal Year defined.

The fiscal year of the Corporation shall begin on July 1 of each calendar year and terminate on June 30 of the following year. The Corporation's Board of Directors shall have the power to change the Corporation's fiscal year.

### Section 11.02 Mandatory Audit.

The Corporation shall be required periodically and no less than once a year to employ an independent, certified public accountant to audit the accounts of the Corporation.

## ARTICLE XII Indemnification

### Section 12.01 Indemnity Under Law.

The Corporation shall indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by the laws of the state of South Carolina. A Director or Officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or the Board, except that nothing contained herein shall relieve a Board member or Officer from liability for breach of a duty based on an intentional act of omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

ARTICLE XIII  
Amendments

Section 13.01 Changes to Bylaws.

These Bylaws may be altered, amended, added to or repealed at any meeting of the Board called, pursuant to notice as prescribed in Section 7.02, for that purpose by the vote of two-thirds (2/3) majority of the Directors then in office.

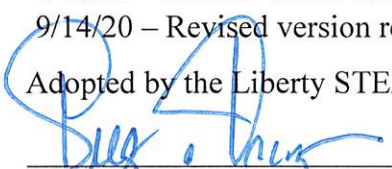
Article XIV  
Dissolution

Section 14.01 Dissolution.

If, for any reason, the Corporation should dissolve, upon dissolution its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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- 12/16/19 – Initial Proposal to Charter Planning Committee; assigned to sub-committee.
  - 12/27/19 – Revised version by sub-committee presented to the planning committee for review.
  - 1/10/19 – Initial version adopted by the planning committee.
  - 9/14/20 – Revised version reflecting the school’s name change adopted by the board.

Adopted by the Liberty STEAM Board of Directors on September 14, 2020.

  
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Greg A. Thompson, Chair

  
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Dexter Davis

  
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Kimberly Rauschenbach

  
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Dr. Rodney Thompson

  
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Cammy Chandler, JD

  
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Steve Creech

  
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Ben E. Griffith, Jr.

  
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Rev. Dr. Marion Newton

  
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Bronwyn McElveen, JD